

27th
Annual Report
2018-2019



◆ **OMEGA AG- SEEDS (PUNJAB) LIMITED**

BOARD OF DIRECTORS

- | | | |
|----|--|--|
| 1) | Mr. Lakshmanarao Kondaveti | Managing Director |
| 2) | Mr. Rakesh Kumar Jain | Independent Director |
| 3) | Mr. Muppavarapu Chowdary | Independent Director |
| 4) | Mr. Veera Venkata Satyanarayana Aakana | Wholetime Director & CFO |
| 5) | Mrs. Geetha Rukmini Vankadaru | Woman Director and Independent Director |
| 6) | Mr. Ahcuta Ramaiah Ramaiah Pavuluri | (Ceased w.e.f 22/06/2018) |
| 7) | Mr. Bollina Chandra Subhash | (Ceased w.e.f 22/06/2018) |

AUDITORS:

M/s. Mudili Vijaya Krishna & Associates
Chartered Accountants
Vijayawada

REGISTERED OFFICE:

6-3-1099/1/2/3, Flat No. 203,
Bhavya's VarunSargam Villa,
Somajiguda, Rajbhavan Road,
Hyderabad, Telangana-500082
E-mail: info@omegaagriseeds.com

BANKERS**Kotak Mahindra Bank**

CIN : L01119TG1992PLC082816
LISTING : Bombay Stock Exchange Limited

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NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF OMEGA AG-SEEDS (PUNJAB) LIMITED WILL BE HELD ON MONDAY, THE 30TH SEPTEMBER, 2019, AT 10.00 A.M. AT HOTEL MEGHACITY SITUATED AT 3-6-335 TO 339, BASHEERBAGH CROSS ROADS, HYDERABAD - 500029, TELANGANA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon.
2. To consider appointment of Director in place of Mr. Lakshmanarao Kondaveti who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, and rules framed thereunder, as amended from time to time, M/s. Mudili Vijaya Krishna & Associates, Chartered Accountants, Vijayawada be and are hereby appointed as Auditors of the Company for 4 (four) consecutive financial years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 31st Annual General Meeting on a remuneration as may be decided by the Board of Directors of the Company"

SPECIAL BUSINESS:

4. **Appointment of Mr. Chowdary Muppavarapu as an Independent Director:**

To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") as amended from time to time and Clause 49 of the Listing Agreement, **Mr. Chowdary Muppavarapu** (DIN: 06465841), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, with effect from September 30, 2019 up to September 29, 2024."

5. Appointment of Mr. Veera Venkata Satyanarayana Aakana as an Independent Director:

To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") as amended from time to time and Clause 49 of the Listing Agreement, **Mr. Veera Venkata Satyanarayana Aakana** (DIN: 06962180), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, with effect from September 30, 2019 up to September 29, 2024."

6. Appointment of Mrs. Vankadaru Geetha Rukmini as an Independent Director:

To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") as amended from time to time and Clause 49 of the Listing Agreement, **Mrs. Vankadaru Geetha Rukmini** (DIN: 08162647), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, with effect from September 30, 2019 up to September 29, 2024."

By Order of the Board
For Omega AG Seeds (Punjab) Limited

-Sd-

Place : Hyderabad
Date : 05.09.2019

Lakshmanarao Kondaveti
Managing Director
DIN: 07706939

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
2. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
3. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of the Annual General Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, 24th September, 2019 to Monday, 30th September, 2019** both days inclusive for the purpose of the Annual General Meeting of the Company.
5. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, M/s. Bigshare Services Private Limited at E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheru (E), Mumbai - 400072 in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Non-Resident Indian Members are requested to inform M/s. Bigshare Services Private Limited immediately of the change in residential status on return to India for permanent settlement.
 - (d) Register their email address and changes therein from time to time with M/s. Bigshare Services Private Limited. for shares held in physical form and with their respective Depository Participants for shares held in demat form.
6. Members/proxies are requested to hand over the duly filled-in and signed Attendance Slip, at the entrance of the Hall while attending the meeting.
7. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Bigshare Services Private Limited and have it duly filled and sent back to them.
8. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for his appointment/ re-appointment
9. Corporate members intending to send their authorised representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice

11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

13. Electronic copy of the Annual Report for 2018-19 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.

14. Electronic copy of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Notice of 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Steps for e-voting

ELECTRONIC VOTING FACILITY.

Pursuant to Provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 any other modifications and enactments thereof, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the 27th Annual General Meeting to be held on Monday, 30th September, 2019 at 10.00 a.m. at Hotel Meghacity situated at 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad - 500029, Telangana. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.co.in>. The e-voting particulars are as follows.

| EVSN (E-VOTING SEQUENCE NUMBER) | PAN / Sequence No. | USER ID (DEMAT NUMBER / FOLIO NUMBER) | BANK ACCOUNT DETAILS AS AVAILABLE WITH THE COMPANY (OR) FOLIO NUMBER |
|--|-----------------------|---|---|
| | | | |

Please read the instructions before exercising the vote which are printed hereunder. The procedure and instructions for e-voting:

(i) Log on to the e-voting website www.evotingindia.com

- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "OMEGA AG SEEDS (PUNJAB) LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----------------------|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the Sequence Number in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) Click on the EVSN for the relevant OMEGA AG SEEDS (PUNJAB) LIMITED on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

The voting period begins on Friday the 27th September, 2019 from 9.00 a.m. and ends on Sunday the 29th September, 2019 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 23rd September, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Sri Venkatesh Challa, Practicing Company Secretary (CP No.19040), Company Secretary in Practice, Hyderabad has been appointed as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

ANNEXURE TO NOTICE:

Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at annual general meeting

Important Communication to Shareholders

The Ministry of Corporate Affairs, Govt. of India (MCA) as a part of its "Green Initiative in the Corporate Governance", has allowed paperless compliances by companies, permitting service of all notices/documents including Annual Reports by Companies to its shareholders, through electronic mode instead of physical mode. Shareholders are therefore requested to register their e-mail addresses, Permanent Account Number (PAN), Phone Numbers in respect of their electronic holdings through their concerned Depository Participants (DPs), to support the Green Initiative of the Government.

By Order of the Board
For Omega AG Seeds (Punjab) Limited

-Sd-

Place : Hyderabad
Date : 05.09.2019

Lakshmanarao Kondaveti
Managing Director
DIN: 07706939

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:****ITEM NO.4, 5 and 6:**

The Company has received from each of, Mr. Chowdary Muppavarapu, Mrs. Vankadaru Geetha Rukmini and Mr. Veera Venkata Satyanarayana Aakana (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies Act (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in form DIR - 8 pursuant to Rule 14 of the Companies Act (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are disqualified in accordance with sub-section (2) of section 164 of the Companies Act, 2013 and (iii) declaration that they meet the criteria of the Independency as provided in section 149 (6) of the Companies Act, 2013.

The Company has also received notices from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of the above Directors for the office of Directors of the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the resolutions set forth in the Item Nos. 4,5 and 6 of the Notice for approval of the members.

BOARD REPORT

To the Members,
OMEGA AG SEEDS PUNJAB LIMITED

Your Directors have pleasure in submitting their 27th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2019.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year's figures are given hereunder:

(Amount in Rs. Lakhs)

| Particulars | As on 31 st March, 2019 | As on 31 st March, 2018 |
|------------------------------------|---------------------------------------|---------------------------------------|
| Gross Income | 17.61 | 14.84 |
| Total Expenditure | 15.81 | 14.73 |
| Profit Before Tax | 1.79 | 0.11 |
| Provision for Taxes / Deferred Tax | 1.33 | 0.05 |
| Net Profit | 0.46 | 0.06 |

2. OPERATIONAL HIGHLIGHTS;

During the financial year, your company has earned net profit of Rs.0.46 lakhs as against Rs.0.06 lakhs of previous financial year.

3. INDIA ACCOUNTING STANDARDS;

The Company's financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') complying with the requirements of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India ('SEBI').

4. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report

5. CHANGE IN THE NATURE OF BUSINESS, IF ANY

No changes in the nature of business has occurred affecting the business of the Company during the period under review.

6. DIVIDEND

No Dividend was declared for the current financial year due to conservation of Profits.

7. TRANSFER TO RESERVES:

The Company has transferred an amount of Rs. 1,33,877/- to General Reserve out of current year's profits and the same is in compliance with the applicable provisions prescribed under the Companies Act, 2013.

8. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF).

Since there was no dividend declared during the past seven years, the provisions of Section 125 of the Companies Act, 2013 read with the IEPF authority (Accounting, Audit, Transfer and Refund) rules, 2016 are not applicable to the company.

9. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW U/S 173(1)

During the year, four Board Meetings were convened. The intervening gap between the Meetings was in compliance with the Companies Act, 2013. The Details of such Board Meetings are hereunder:

| Sl. No. | Date of Board meeting | Board strength | No. of directors present |
|---------|-----------------------|----------------|--------------------------|
| 1 | 30/05/2018 | 6 | 4 |
| 2 | 30/06/2018 | 5 | 5 |
| 3 | 16/08/2018 | 5 | 5 |
| 4 | 14/11/2018 | 5 | 5 |
| 5 | 14/02/2019 | 5 | 5 |

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board consists of Mr. Lakshmanarao Kondaveti as Managing Director, Mr. Veera Venkata Satyanarayana Aakana as Wholetime Director, Mr. Rakesh Kumar Jain, Mr. Muppavarapu Chowdary and Mrs. Vankadaru Geetha Rukmini acting as the directors of the Company.

Mr. Achuta Ramaiah Pavuluri and Mr. Bollina Chandra Subhash have submitted their resignation letters w.e.f 18th June, 2018 and 22nd June, 2018 respectively from the

position of Director of the company and the same was approved by the Board on 30th June 2018.

Mr. Rakesh Kumar Jain have submitted his resignation letter from the position of Director of the company on 10th August 2019 and the same was approved by the Board on 05th September 2019.

According to Section 204 of the Companies Act 2013 read with rule no. 8 of the Companies (Appointment and Remuneration of Managerial Personal) Rules 2014, your company is required to appoint a full time company secretary.

The Board of directors of your company has made all efforts to appoint a full time company secretary. However, due to scarcity of qualified Company Secretaries, the Company was not able to appoint a full time company secretary. Your directors are making efforts to recruit a company secretary.

11. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

12. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure - 1** and is attached to this Report.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company is engaged in the agri seeds processing/trading and therefore conservation of energy, technology absorption etc. is nil. Since the Company has not done any Manufacturing operations during the year under review. However, the Company follows a practice of purchase and use of energy efficient electrical and electronic equipment and gadgets in its operations.

There was no foreign exchange inflow or outflow during the year under review.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

15. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Board formulated a Risk Management Policy on the recommendations of the Audit Committee. The Policy provides for review of the operations of the organization, identification of potential threats to the organization, estimating the likelihood of their occurrence and then taking appropriate actions to address the most likely threats. The Policy also provides for periodical placement of such a report before the Board for its review and to ensure that management controls risk through means of a properly defined frame work. In the opinion of the Board, risk of fluctuations in raw material prices and changes in Government Policies are the elements of risk that may threaten the existence of the Company.

16. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions U/s 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibilities) Rules 2014 are not applicable to the company.

17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

18. DECLARATION OF INDEPENDENT DIRECTORS

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(7) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

19. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, Clause 49 of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees.

20. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE

According to the provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 Board of Directors of your company constituted Audit Committee comprises of three Directors as members. Two-thirds of the members of audit committee are Independent directors.

All members of audit committee have the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows, and one member have accounting or related financial management expertise. The Chairman of the Audit Committee is an independent director.

The Audit Committee met four times during the year. Further details relating to Audit Committee are dealt with in Corporate Governance Report forming part of this report.

21. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:-

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis;

(e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and specified employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviour in any form and the Board has laid down certain directives to counter such acts. Such code of conduct has also been placed on the Company's website.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business

practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

23. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a Vigil Mechanism Policy to deal with instances of fraud and mismanagement, if any. Staying true to our core values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The said Policy ensures that strict confidentiality is maintained in respect of whistle blowers whilst dealing with concerns and also specified that no discrimination will be meted out to any person for a genuinely raised concern.

24. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Venkatesh Challa bearing M. No 51859 and C.P. No.19040, Company Secretaries in Practice, Hyderabad to conduct Secretarial Audit of the Company. Report of the Secretarial Audit in Form MR-3 for the financial year ended March 31, 2019 is enclosed as Annexure to the Report.

25. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS

There were no qualifications, reservations or adverse remarks made by the Auditors in their report for the financial year ended 31st March, 2019.

Pursuant to provisions of section 143(12) of the Companies Act, 2013, the Statutory Auditors have not reported any incident of fraud to the Audit, Risk and Compliance Committee during the year under review.

26. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Nomination and Remuneration Committee comprises three members and two of them are Independent non executive Directors.

27. DEPOSITS

The Company has neither accepted nor renewed any deposits from public during the year under review and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

28. STATUTORY AUDITORS

M/s. Mudili Vijaya Krishna & Associates, Chartered Accountants, Vijayawada were appointed as Statutory Auditors for a period of four years from the conclusion of this Annual General Meeting until the conclusion of 31st Annual General Meeting . Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

29. SHARES**a) Buy Back Of Securities**

Your Company has not bought back any of its securities during the year under review.

b) Sweat Equity

Your Company has not issued any Sweat Equity Shares during the year under review.

c) Bonus Shares

No Bonus Shares were issued during the year under review.

d) Employees Stock Option Plan

Your Company has not provided any Stock Option Scheme to the employees.

30. SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

31. STATEMENT ON EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Company is having Nomination and Remuneration Policy formulated by Nomination and Remuneration Committee and approved by the Board of Directors under Section 178 of the Companies Act, 2013. The Policy contains criteria for evaluation of the Board of its own performance during the year and that of its Committees and Individual Directors.

32. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Board of your Company has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively. Your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and

errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

33. SECRETARIAL STANDARDS OF ICSI

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) which came into effect from 1 July 2015.

34. DISCLOSURE OF MAINTENANCE OF COST RECORDS UNDER SECTION 148 OF THE COMPANIES ACT:

Maintained cost records in compliance with the sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable to the company

35. COMPLIANCE OF PROVISION RELATING TO CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The company has complied with the provision relating to constitution of Internal Complaints committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

36. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to customers, shareholders, suppliers, bankers, consultants and various Government Authorities for their continued support extended to your Company's activities during the year under review.

By Order of the Board
For Omega AG Seeds (Punjab) Limited

Place : Hyderabad
Date : 05/09/2019

-Sd-

-Sd-

K. Lakshmanarao
Managing Director
DIN: 07706939

A.V.V. Satyanarayana
CFO & Whole-time Director
DIN: 06962180

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

| I. REGISTRATION & OTHER DETAILS: | | |
|----------------------------------|--|---|
| 1 | CIN | L01119TG1992PLC082816 |
| 2 | Registration Date | 11/24/1992 |
| 3 | Name of the Company | OMEGA AG SEEDS PUNJAB LIMITED |
| 4 | Category/Sub-category of the Company | Company limited by shares / Indian Non-Government Company |
| 5 | Address of the Registered office & contact details | 6-3-1099/1/2/3, Flat No. 203, Bhavya's Varun Sargam Villa, Somajiguda, Raj Bhavan Road, Hyderabad, Telangana -500082 |
| 6 | Whether listed company | Listed Company |
| 7 | Name, Address & contact details of the Registrar & Transfer Agent, if any. | M/s. Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheru (E), Mumbai-400072, Phone NO.022-28473747, 28475207 Fax: 022-28525207 E mail: bigshare@bom7.vsnl.net.in |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| S. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|--------|--|---------------------------------|------------------------------------|
| 1 | Whole sale of other agriculture materials | 46209 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| SN | Name and address of the Company | CIN/ GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|----|---------------------------------|----------|--------------------------------|------------------|--------------------|
| 1 | Not applicable | - | - | - | |

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|-------------------------------|---|----------|------------------|-------------------|---|----------|------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/HUF | 1,596,200 | | 1,596,200 | 20.19% | 1,596,200 | | 1,596,200 | 20.19% | 0.00% |
| b) Central Govt | | | - | 0.00% | | | - | 0.00% | 0.00% |
| c) State Govt(s) | | | - | 0.00% | | | - | 0.00% | 0.00% |
| d) Bodies Corp. | | | - | 0.00% | | | - | 0.00% | 0.00% |
| e) Banks / FI | | | - | 0.00% | | | - | 0.00% | 0.00% |
| f) Any other | | | - | 0.00% | | | - | 0.00% | 0.00% |
| Sub Total (A) (1) | 1,596,200 | - | 1,596,200 | 20.19% | 1,596,200 | - | 1,596,200 | 20.19% | 0.00% |
| (2) Foreign | | | | | | | | | |
| a) NRI Individuals | | | - | 0.00% | | | - | 0.00% | 0.00% |
| b) Other Individuals | | | - | 0.00% | | | - | 0.00% | 0.00% |
| c) Bodies Corp. | | | - | 0.00% | | | - | 0.00% | 0.00% |
| d) Any other | | | - | 0.00% | | | - | 0.00% | 0.00% |
| Sub Total (A) (2) | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| TOTAL (A) | 1,596,200 | - | 1,596,200 | 20.19% | 1,596,200 | - | 1,596,200 | 20.19% | 0.00% |
| B. Public Shareholding | | | | | | | | | |

| | | | | | | | | | |
|----------------------------------|-----------|---------|-----------|--------|-----------|---------|-----------|--------|--------|
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | | | - | 0.00% | | | - | 0.00% | 0.00% |
| b) Banks / FI | 47,000 | | 47,000 | 0.59% | 47,000 | | 47,000 | 0.59% | 0.00% |
| c) Central Govt | | | - | 0.00% | | | - | 0.00% | 0.00% |
| d) State Govt(s) | | 799,700 | 799,700 | 10.12% | | 799,700 | 799,700 | 10.12% | 0.00% |
| e) Venture Capital Funds | | | - | 0.00% | | | - | 0.00% | 0.00% |
| f) Insurance Companies | | | - | 0.00% | | | - | 0.00% | 0.00% |
| g) FIs | | | - | 0.00% | | | - | 0.00% | 0.00% |
| h) Foreign Venture Capital Funds | | | - | 0.00% | | | - | 0.00% | 0.00% |
| i) Others (specify) | | | - | 0.00% | | | - | 0.00% | 0.00% |
| Sub-total (B)(1):- | 47,000 | 799,700 | 846,700 | 10.71% | 47,000 | 799,700 | 846,700 | 10.71% | 0.00% |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | 0.00% | | | | | |
| i) Indian | 1,828,713 | 148,500 | 1,977,213 | 25.02% | 1,795,969 | 148,500 | 1,944,469 | 24.60% | -1.66% |
| ii) Overseas | | | | 0.00% | | | - | 0.00% | 0.00% |
| b) Individuals | | | | 0.00% | | | | | |

| | | | | | | | | | |
|---|---------|-----------|-----------|--------|---------|-----------|-----------|--------|--------|
| i) Individual share holders holding nominal share capital upto Rs. 2 lakh | 766042 | 260,620 | 1,026,662 | 12.99% | 733627 | 260,520 | 994,147 | 12.58% | -3.17% |
| ii) Individual share holders holding nominal share capital in excess of Rs 2 lakh | 1135165 | 1,277,200 | 2,412,365 | 30.52% | 1199588 | 1,277,200 | 2,476,788 | 31.34% | 2.67% |
| c) Others (specify) | | | | | | | | | |
| Non Resident Indians | 32802 | - | 32,802 | 0.42% | 32002 | | 32,002 | 0.40% | 0.02% |
| Overseas Corporate Bodies | | | - | 0.00% | | | - | 0.00% | 0.00% |
| Foreign Nationals | | | - | 0.00% | | | - | 0.00% | 0.00% |
| Clearing Members | 16 | | 16 | 0.00% | 1652 | | 1,652 | 0.02% | 10225% |
| Directors Relatives | 12,042 | | 12,042 | 0.15% | 12042 | | 12,042 | 0.15% | 0.00% |
| Trusts | | | - | 0.00% | | | - | 0.00% | 0.00% |
| Foreign Bodies - D R | | | - | 0.00% | | | - | 0.00% | 0.00% |

| | | | | | | | | | |
|---|-----------|-----------|-----------|---------|-----------|-----------|-----------|---------|-------|
| Sub-total (B)(2):- | 3,774,780 | 1,686,320 | 5,461,100 | 69.09% | 3,774,880 | 1,686,220 | 5,461,100 | 69.09% | 0.00% |
| Total Public (B) | 3,821,780 | 2,486,020 | 6,307,800 | 79.81% | 3,821,880 | 2,485,920 | 6,307,800 | 79.81% | 0.00% |
| C. Shares held by Custodian for GDRs & ADRs | | | - | 0.00% | | | | 0.00% | 0.00% |
| Grand Total (A+B+C) | 5,417,980 | 2,486,020 | 7,904,000 | 100.00% | 5,418,080 | 2,485,920 | 7,904,000 | 100.00% | 0.00% |

(ii) Shareholding of Promoter

| | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | % change in shareholding during the year |
|-------|--------------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged/encumbered to total shares | No. of Shares | % of total Shares of the company | |
| 1 | Nerella Venkata Ramamohana Rao | 1,596,200 | 20.19% | - | 1,596,200 | 20.19% | - |
| total | | 1,596,200 | 20.19% | | 1,596,200 | 20.19% | |

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

| Particulars | Date | Reason | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|------------------------------|------|--------|---|-------------------|---|-------------------|
| | | | No. of shares | % of total shares | No. of shares | % of total shares |
| At the beginning of the year | | | No change | 0.00% | No change | 0.00% |
| Changes during the year | | | No change | 0.00% | No change | 0.00% |
| | | | | 0.00% | | 0.00% |
| | | | | 0.00% | | 0.00% |
| At the end of the year | | | No change | 0.00% | No change | 0.00% |

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

| S.No. | For each of the Top 10 shareholders | Date | Reason | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-------|---|-----------|--------|---|-------------------|---|-------------------|
| | | | | No. of shares | % of total shares | No. of shares | % of total shares |
| 1 | Name: PUNJAB AGRO INDUSTRIES CORP LTD | | | | | | |
| | At the beginning of the year | 1/4/2018 | | 799,700 | 13.42 % | 799,700 | 10.12 % |
| | Changes during the year | - | | - | 0.00% | 799,700 | |
| | At the end of the year | 31/3/2019 | | 799,700 | 13.42 % | 799,700 | 10.12 % |
| 2 | Name :KASINATH AGROTECH PRIVATE LIMITED | | | | | | |

| | | | | | | |
|------------------------------|-----------|--|---------|-------|---------|-------|
| At the beginning of the year | 1/4/2018 | | 618,000 | 7.82% | 618,000 | 7.82% |
| Changes during the year | - | | - | 0.00% | 618,000 | 7.82% |
| At the end of the year | 31/3/2019 | | 618,000 | 7.82% | 618,000 | 7.82% |

3 Name :YVR TRADERS PRIVATE LIMITED

| | | | | | | |
|------------------------------|-----------|--|---------|-------|---------|-------|
| At the beginning of the year | 1/4/2018 | | 518,451 | 6.56% | 518,451 | 6.56% |
| Changes during the year | - | | - | 0.00% | 518,451 | 6.56% |
| At the end of the year | 31/3/2019 | | 518,451 | 6.56% | 518,451 | 6.56% |

4 Name :YERRA AGENCIES PRIVATE LIMITED

| | | | | | | |
|------------------------------|-----------|--|---------|-------|---------|-------|
| At the beginning of the year | 1/4/2018 | | 495,000 | 6.26% | 495,000 | 6.26% |
| Changes during the year | - | | - | 0.00% | 495,000 | 6.26% |
| At the end of the year | 31/3/2019 | | 495,000 | 6.26% | 495,000 | 6.26% |

5 Name :I PADMAJA RANI

| | | | | | | |
|------------------------------|-----------|--|---------|-------|---------|-------|
| At the beginning of the year | 1/4/2018 | | 164,356 | 2.08% | 164,356 | 2.08% |
| Changes during the year | - | | - | 0.00% | 164,356 | 2.08% |
| At the end of the year | 31/3/2019 | | 164,356 | 2.08% | 164,356 | 2.08% |

6 Name :SERENITY FINANCE PRIVATE LIMITED

| | | | | | | |
|------------------------------|-----------|--|---------|-------|---------|-------|
| At the beginning of the year | 1/4/2018 | | 140,300 | 1.78% | 140,300 | 1.78% |
| Changes during the year | - | | - | 0.00% | 140,300 | 1.78% |
| At the end of the year | 31/3/2019 | | 140,300 | 1.78% | 140,300 | 1.78% |

7 Name :HITESH RAMJI JAVERI

| | | | | | | |
|------------------------------|----------|------|---------|-------|---------|-------|
| At the beginning of the year | 1/4/2018 | | 134,919 | 1.71% | 134,919 | 1.71% |
| Changes during | - | Tran | | 0.57% | | 2.28% |

| | | | | | | |
|--------------------------------------|-----------|------|---------|-------|---------|-------|
| the year | | sfer | 45,081 | | 180,000 | % |
| At the end of the year | 31/3/2019 | | 180,000 | 2.28% | 180,000 | 2.28% |
| 8 Name :MAHENDRA KUMAR JAIN | | | | | | |
| At the beginning of the year | 1/4/2018 | | 131,460 | 1.66% | 131,460 | 1.66% |
| Changes during the year | - | | - | 0.00% | 131,460 | 1.66% |
| At the end of the year | 31/3/2019 | | 131,460 | 1.66% | 131,460 | 1.66% |
| 9 Name :SREEHARI KAGITHA | | | | | | |
| At the beginning of the year | 1/4/2018 | | 113,141 | 1.43% | 113,141 | 1.43% |
| Changes during the year | - | | - | 0.00% | 113,141 | 1.43% |
| At the end of the year | 31/3/2019 | | 113,141 | 1.43% | 113,141 | 1.43% |
| 10 Name :HARSHA HITESH JAVERI | | | | | | |
| At the beginning of the year | 1/4/2018 | | 101,953 | 1.29% | 101,953 | 1.29% |
| Changes during the year | - | | 557 | 0.01% | 102,510 | 1.30% |
| At the end of the year | 31/3/2019 | | 102,510 | 1.30% | 102,510 | 1.30% |

(i) Shareholding of Directors and Key Managerial Personnel:

| S N | Shareholding of each Directors and each Key Managerial Personnel | Date | Reason | Shareholding at the beginning of the year | Cumulative Shareholding during the year | | |
|--------|--|------|--------|---|---|---------------|-------------------|
| | | | | No. of shares | % of total shares | No. of shares | % of total shares |
| 1 | Name: LAKSHMANARAO KONDAVETI | | | | | | |
| | At the beginning of the year | | | - | 0.00% | - | 0.00% |
| | Changes during the year | | | | 0.00% | NIL | 0.00% |
| | At the end of the year | | | - | 0.00% | - | 0.00% |
| 2 | Name: Rakesh Kumar Jain | | | | | | |
| | At the beginning of the year | | | 12,042 | 0.20% | 12,042 | |
| | Changes during the year | | | - | 0.00% | 12,042 | |
| | At the end of the year | | | 12,042 | 0.20% | 12,042 | |
| 3 | Name: Muppavarapu Chowdary | | | | | | |
| | At the beginning of the year | | | | 0.00% | - | 0.00% |
| | Changes during the year | | | | 0.00% | NIL | 0.00% |
| | At the end of the year | | | | 0.00% | - | 0.00% |
| 4 | Name: Veera Venkata Satyanarayana Aakana | | | | | | |
| | At the beginning of the year | | | | 0.00% | - | 0.00% |
| | Changes during the year | | | | 0.00% | NIL | 0.00% |
| | At the end of the year | | | | 0.00% | - | 0.00% |
| 5 | Name: Bollina Chandra Subhash | | | | | | |
| | At the beginning of the year | | | | 0.00% | - | 0.00% |
| | Changes during the year | | | | 0.00% | NIL | 0.00% |

| | | | | | | |
|------------------------|--|--|--|-------|---|-------|
| At the end of the year | | | | 0.00% | - | 0.00% |
|------------------------|--|--|--|-------|---|-------|

| | | | | | | |
|---------------------------------|--|--|--|-------|-----|-------|
| 6 Name: Achuta Ramaiah Pavuluri | | | | | | |
| At the beginning of the year | | | | 0.00% | - | 0.00% |
| Changes during the year | | | | 0.00% | NIL | 0.00% |
| At the end of the year | | | | 0.00% | - | 0.00% |

V. INDEBTEDNESS Indebtedness of the Company including interest outstanding/accrued but not due for payment

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | | | | - |
| iii) Interest accrued but not due | | | | - |
| Total (i+ii+iii) | - | - | - | - |
| Change in Indebtedness during the financial year | | | | |
| * Addition | | | | - |
| * Reduction | | | | - |
| Net Change | - | - | - | - |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | | | | - |
| ii) Interest due but not paid | | | | - |
| iii) Interest accrued but not due | | | | - |
| Total (i+ii+iii) | - | - | - | - |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Remuneration is not paid

| S N | Particulars of Remuneration | Name of MD/WTD/ Manager | | Total Amount (Rs/Lac) |
|--------|-----------------------------|-------------------------|--|--------------------------|
| | | | | |
| | Designation | Managing Director | | |
| 1 | Gross salary | | | 0 |
| | (a) Salary as per | | | - |

| | | | | |
|---|---|---|---|---|
| | provisions contained in section 17(1) of the Income-tax Act, 1961 | | | |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | | | - |
| 2 | Stock Option | | | - |
| 3 | Sweat Equity | | | - |
| | Commission | | | - |
| 4 | - as % of profit | | | - |
| | - others, specify | | | - |
| 5 | Others, please specify | | | - |
| | Total (A) | - | - | - |
| | Ceiling as per the Act | | | |

B. Remuneration to other Directors

Not applicable as No remuneration is paid to other directors

| S | Particulars of Remuneration | Name of Directors | | | Total Amount (Rs.Lacs) |
|---|--|-------------------|---|---|------------------------|
| 1 | Independent Directors | | | | |
| | Fee for attending board committee meetings | | | | - |
| | Commission | | | | - |
| | Others, please specify | | | | - |
| | Total (1) | - | - | - | - |
| 2 | Other Non-Executive Directors | | | | - |
| | Fee for attending board committee meetings | | | | - |
| | Commission | | | | - |
| | Others, please specify | | | | - |
| | Total (2) | - | - | - | - |
| | Total (B)=(1+2) | - | - | - | - |
| | Total Managerial Remuneration | | | | - |
| | Overall Ceiling as per the Act | | | | |

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

No remuneration is paid

| S N | Particulars of Remuneration | Name of Key Managerial Personnel | | | Total Amount | |
|--------|---|----------------------------------|-----|----|--------------|---|
| | | CEO | CFO | CS | (Rs/Lac) | |
| 1 | Gross salary | | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | | | | - |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | | | | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | | | | | - |
| 2 | Stock Option | | | | | - |
| 3 | Sweat Equity | | | | | - |
| 4 | Commission - as % of profit - others, specify | | | | | - |
| | | | | | | - |
| 5 | Others, please specify | | | | | - |
| | Total | - | - | - | | - |

**VII. PENALTIES / PUNISHMENT /
COMPOUNDING OF OFFENCES: NIL**

| <u>Type</u> | <u>Section of the Companies Act</u> | <u>Brief Description</u> | <u>Details of Penalty / Punishment / Compounding fees imposed</u> | <u>Authority [RD / NCLT / COURT]</u> | <u>Appeal made, if any (give Details)</u> |
|-------------------------------------|-------------------------------------|--------------------------|---|--------------------------------------|---|
| A. COMPANY | | | | | |
| <u>Penalty</u> | - | - | - | <u>NIL</u> | - |
| <u>Punishment</u> | - | - | - | <u>NIL</u> | - |
| <u>Compounding</u> | - | - | - | <u>NIL</u> | - |
| B. DIRECTORS | | | | | |
| <u>Penalty</u> | - | - | - | <u>NIL</u> | - |
| <u>Punishment</u> | - | - | - | <u>NIL</u> | - |
| <u>Compounding</u> | - | - | - | <u>NIL</u> | - |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| <u>Penalty</u> | - | - | - | <u>NIL</u> | - |
| <u>Punishment</u> | - | - | - | <u>NIL</u> | - |
| <u>Compounding</u> | - | - | - | <u>NIL</u> | - |

By Order of the Board
For Omega AG Seeds (Punjab) Limited

-Sd-

Place : Hyderabad
Date : 05.09.2019

Lakshmanarao Kondaveti
Managing Director
DIN: 07706939

Form No. MR-3**SECRETARIAL AUDIT REPORT**

For The Financial Year Ended 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
Omega AG Seeds Punjab Limited,
6-3-1099/1/2/3, Flat No. 203,
Bhavya's Varun Sargam Villa,
Somajiguda, Raj Bhavan Road,
Hyderabad,
Telangana - 500082

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Omega AG Seeds Punjab Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on our verification of M/s. Omega AG Seeds Punjab Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Omega AG Seeds Punjab Limited ("the Company") for the financial year ended on 31st March, 2019 according to the provisions of:

- (ii) The Companies Act, 2013 (the Act) and the rules made there under ***except compliance relating to the appointment of Company Secretary Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.***

- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period);
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time (Not applicable to the Company during the Audit Period);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Audit Period);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by the Institute of Company Secretaries of India and approved by Government of India on Meetings of the Board of Directors and General Meetings.
- ii) Listing Agreement entered into by the Company with the Bombay Stock Exchange.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following *non-compliance*.

| Type Of Compliance | Quarter | Non-Compliance/Reg. | Remark |
|-----------------------------|-----------------------|---|---|
| <i>Standalone Results</i> | <i>MC - 2018</i> | <i>Reconciliation table (Equity) not Provided</i> | <i>Reconciliation table for Equity not Provided</i> |
| <i>Standalone Results</i> | <i>SQ - 2018</i> | <i>Statement of Assets & Liabilities</i> | <i>Statement of Assets & Liabilities is Not As per IND AS Format</i> |
| <i>Standalone Results</i> | <i>SQ - 2018</i> | <i>XBRL filing is not as per Format</i> | <i>XBRL filing of Financial Result is not as per IND-AS Format – Submit revised XBRL filing of Result in IND-As format.</i> |
| <i>Standalone Results</i> | <i>MQ - 2019</i> | <i>Result PDF Received but XBRL Grid not received</i> | <i>Standalone Financial Results (Quarter end) Not submitted in XBRL Mode (Ref. BSE circular dt.30/03/2017)</i> |
| <i>Standalone Results</i> | <i>MC - 2019</i> | <i>Result PDF Received but XBRL Grid not received</i> | <i>Standalone Financial Results (Year end) Not submitted in XBRL Mode (Ref. BSE circular dt.30/03/2017)</i> |
| <i>Shareholding Pattern</i> | <i>March 31, 2019</i> | <i>Others</i> | <i>Promoter Name not provided in Individual/HUF (Promoter Group Category)</i> |

| | | | |
|--|------------------|---|---|
| <i>Secretarial Audit</i> | <i>MQ - 2018</i> | <i>PDF file not submitted. (only XBRL filing received)</i> | <i>Only XBRL filing received - Reconciliation of Share Capital Audit Report not filed in PDF file . Require to submit the duly signed Report in PDF file on BSE Listing Centre as per BSE circular dated 14th June, 2017.</i> |
| <i>Secretarial Audit</i> | <i>JQ - 2018</i> | <i>PDF file not submitted. (only XBRL filing received)</i> | <i>Only XBRL filing received - Reconciliation of Share Capital Audit Report not filed in PDF file . Require to submit the duly signed Report in PDF file on BSE Listing Centre as per BSE circular dated 14th June, 2017.</i> |
| <i>Secretarial Audit</i> | <i>SQ - 2018</i> | <i>Membership No not mention (ref. point no.22)</i> | <i>Membership Number not mention under details of compliance officer cum secretary in terms of Regulation 6 (1) of SEBI(LODR) Regulations 2015.Even in revise pdf qurey not resolved</i> |
| <i>Corporate Governance</i> | <i>DQ - 2018</i> | <i>Others</i> | <i>Audit Committee - Previous quarter meeting date not provided</i> |
| <i>Share Capital Audit</i> | <i>MQ-2019</i> | <i>Reg.55A</i> | <i>Delayed Reporting</i> |
| <i>Corporate Governance</i> | <i>MQ-2019</i> | <i>Reg. 27(2)</i> | <i>Delayed Reporting</i> |
| <i>Investor complaints</i> | <i>MQ-2019</i> | <i>Reg. 13</i> | <i>Delayed Reporting</i> |
| <i>Certificate from Practicing Company Secretary</i> | <i>MQ-2019</i> | <i>Reg. 40(9)</i> | <i>Delayed Reporting</i> |

| | | | |
|-------------------------------|----------------|------------------|--------------------------|
| <i>Compliance Certificate</i> | <i>MQ-2019</i> | <i>Reg. 7(3)</i> | <i>Delayed Reporting</i> |
| <i>Financial Results</i> | <i>MQ-2019</i> | <i>33</i> | <i>Delayed Reporting</i> |

- *Due to non-payment of Listing Fee the Company is Suspended from Trading on Bombay Stock Exchange (BSE)*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that, as per the explanations given to us and the representations made by the Management and relied upon by us, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines etc. having major bearing on the Company's affairs.

-Sd-

CS Venkatesh Challa
Company Secretary in Practice
M.No. 51958
C.P.No. 19040

Date : 05/09/2019
Place : Hyderabad

Note:

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

ANNEXURE - A

To
The Members,
Omega Ag Seeds Punjab Limited,
6-3-1099/1/2/3, Flat No. 203,
Bhavya's Varun Sargam Villa,
Somajiguda, Raj Bhavan Road,
Hyderabad,
Telangana - 500082.

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date : 05/09/2019

Place : Hyderabad

-Sd-

CS Venkatesh Challa
Company Secretary in Practice
M.No. 51958
C.P.No. 19040

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

i. ECONOMIC REVIEW

India has the 10th largest arable land resources in the world and the country possesses 45 of the 60 soil types across the globe. The country is the largest producer of spices, pulses, milk, tea, while it ranks second in the production of wheat, rice, fruits and vegetables.

India's agriculture sector is considered to be the backbone of the nation's economy. Providing livelihood to over 58 percent of households in the rural areas, the agriculture sector, along with fisheries and forestry, is also one of the largest contributors to the Gross Domestic Product (GDP).

ii. INDUSTRY STRUCTURE AND DEVELOPMENT

At 179.9 million hectares, India holds the second largest agricultural land in the world. A majority of the Indian population relies on agriculture for employment and livelihood. Steady investments in technology development, irrigation infrastructure, emphasis on modern agricultural practices and provision of agricultural credit and subsidies are the major factors contributing to agriculture growth.

iii. OPPORTUNITIES AND THREATS

In spite of some of these positive cues, the agricultural sector has a whole set of complex challenges. The sector continues to be significantly dependent on the monsoons, as majority of the area is rain-fed and is dependent on timely and adequate rain fall. The effects of global warming and unseasonal rains have a negative impact on the crops and the farmers' ability to take risks. Changing food consumption patterns as well as volatility in agricultural price has an important impact on the sowing patterns of the crops across various states of India.

Harvesting and post harvesting practices need significant improvement to avoid huge losses. The pressure on land usage for alternate purposes of real estate and industry are shrinking the availability of cultivable land in the country.

Opportunities

- Agriculture reforms targeted at doubling farmer income over next five years to support agri inputs consumption for improving crop yields
- Irrigation projects and Micro irrigation focus to reduce dependence on monsoon and improve nutrient use efficiency
- Infrastructure development- Cold Chains, rural connectivity (133 km roads/day), 100% rural electrification by May 2018 to improve market access

- Higher disposable income on account of improved Minimum Support Price (MSP), augmented MGNREGA allocation, better price discovery through electronic National Agriculture Market and price support through crop insurance scheme
- Government's focus towards improving soil health through Soil Health Cards and Organic fertiliser marketing assistance to promote balanced nutrition practices and organic usage. Further, Direct Benefit Transfer to improve subsidy targeting and increase soil health based recommendations.

iv. RISK MANAGEMENT INITIATIVES

Risk management policies and limits are evaluated by the Board of Directors. Risk limits, policies and procedures are periodically revised keeping in mind changes in market conditions. Risk management in your Company entails an integrated approach with margin protection considerations forming the back-bone of risk management initiatives. The long -term objective of risk management is to provide stability in margins over a longer period and through downturns in economic cycles.

v. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate and appropriate systems of internal controls commensurate with its size and the nature of its operations and these have broadly withstood the test of time. The systems have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorizations and ensuring compliance of corporate policies.

vi. CAUTIONARY STATEMENT

"Management's Discussion & Analysis Report" contains forward looking statements, which may be identified by the use of the words in that direction, or connoting the same. All statements that address expectation or projections about the future, including, but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results are forward looking statements. The Company's actual results, performance or achievements could thus differ materially from those projected in such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward - looking statements on the basis of any subsequent development, information or events.

By Order of the Board
For Omega AG Seeds (Punjab) Limited

Sd/-

Lakshmanarao Kondaveti

Managing Director

DIN: 07706939

Place : Hyderabad

Date : 05.09.2019

ANNEXURE TO DIRECTORS REPORT

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are forming part of the directors report for the year ended 31st March 2019 are as follows:

| I. Power and Fuel Consumption | 2018-2019 | 2017-2018. |
|---|-----------|------------|
| 1. Electricity | | |
| a) Purchased Units (in Lakhs) | | |
| Total Amount (Rs. In Lakhs)Rate/Unit(Rs.) | NIL | NIL |
| b) Own Generation | | |
| 2. Coal: (Steam used for | | |
| Generation of Steam boiler) | NIL | NIL |
| Qty. (Tones) | NIL | NIL |
| Total Amount (Rs. In Lakhs) | _____ | _____ |
| Averages/Tones (Rs.) | _____ | _____ |
| 3. FURNACE OIL | NIL | NIL |
| Consumed Qty. (Kilo Meter.) | _____ | _____ |
| Consumed Cost (Rs. In Lakhs) | _____ | _____ |
| Averages/Kilo Meter(Rs.) | _____ | _____ |
| 4. Other/Internal Generation | | NIL |
| NIL | | |
| Steam Purchased | _____ | _____ |
| Qty. (Tones) | _____ | _____ |
| Total Cost (Rs. In Lakhs) | _____ | _____ |
| Averages/Kilo Meter(Rs.) | | |
| 5. Consumption per unit of Production | NIL | NIL |
| A. Product (Single Super Phosphate) | | |
| Electricity | _____ | _____ |

| | | | |
|-----|---|------------|-------------|
| | Coal | _____ | _____ |
| | Furnace Oil | _____ | _____ |
| | Steam | _____ | _____ |
| II. | TECHNOLOGY ABSORPTION | NIL | NIL |
| | Efforts made in technology absorption As per B of the Annexure to the Rules. | _____ | _____ |
| 1. | Research & Development (R & D) | NIL | NIL |
| A) | Specified areas in which (R & D) carried out by the company | _____ | _____ |
| B) | Benefits derived as result of the above R&D: | NIL | NIL |
| C) | Expenditure on R & D | NIL | NIL |
| | i) Capital | _____ | _____ |
| | ii) Recurring | _____ | _____ |
| | iii) Total | _____ | _____ |
| | iv) Total R & D Expenditure as a percentage of total turnover | _____ | _____ |
| 2. | Technology absorption, adaptation, and innovation | NIL | NIL |
| A) | Efforts in brief made towards technology absorption adaptation and innovations | NIL | NIL |
| B) | Benefits derived as a result of the above efforts e.g. product improvement cost reduction, product development, import substitution etc. | NIL | NIL |
| C) | In case of imported technology (imported during the last five year reckoned from the beginning of the financial year). | NIL | NIL |
| | Following information may be furnished: | | |
| | I) Technology Imported | | |
| | II) Year of Imported | | |
| | III) Had technology been fully absorbed | NIL | NIL |
| | IV) If not fully absorbed, areas where this has not taken | NIL | NIL. |

| | | | |
|-----|--|-----|-----|
| | Place reason thereof and future plan action | NIL | NIL |
| III | FOREIGN EXCHANGE EARNING AND OUT GO | | |
| A) | Activities relating to exports, initiative taken to increase exports, development of new export markets for products and service and export plans. | NIL | NIL |
| | B) Total foreign exchange used | NIL | NIL |
| C) | Total foreign exchange earned | NIL | NIL |

REPORT OF THE BOARD OF DIRECTORS ON CORPORATE GOVERNANCE

Corporate Governance is the application of best management practices, compliance of law and adherence to ethical standards to achieve the Company's objective of enhancing

Shareholders' value and discharge of social responsibility. The Corporate Governance structure in the company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees etc. The Company had adopted Corporate Governance and disclosure practices keeping in view the Company's size, complexity and corporate traditions. The Company is fully committed to follow the procedures and practices in conformity with the clause 49 of the Listing Agreement of the Stock Exchanges, as applicable.

Your Directors present the Company's Report on Corporate Governance as under:

MANDATORY REQUIREMENTS

1) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance is a synonym for sound management, transparency and disclosure. The Company's philosophy of corporate governance envisages the highest level of transparency, accountability and equity in all its dealings with shareholders, employees, government and lenders. The Company's guiding principles are focused to achieve the highest standards of corporate governance. In compliance with the disclosure requirements of SEBI (LODR) regulations 2015 and the Listing Agreement executed with the Stock Exchanges, the details are set out below:

2) BOARD OF DIRECTORS

Composition:

The Board has an optimum combination of Executive and Non-Executive Directors and is in conformity with the Listing Agreement entered in to with the Stock Exchange in which Company's shares are listed.

The Board consists of 6 directors, whose composition is as under:

| Sl.No. | Name | Designation | Category |
|--------|----------------------------|-------------------|-----------------------------|
| 1. | Mr. Kondaveti Lakhsmanarao | Managing Director | Non-Promoter & Executive |
| 2. | Mr. A.V.V Satyanarayana | CFO cum WTD | Non-Promoter & Executive |
| 3. | Mr. Rakesh Kumar Jain | Director | Independent |
| 4. | Mr. M. Chowdary | Director | Independent |
| 5. | Geetha Rukmini Vankadaru | Woman Director | Independent & Non Executive |

Conduct of the Board Meetings:

During the year ended 31st March, 2019, Five Board Meetings were held on the following dates: 30th May 2018, 30th June, 2018, 16th August 2018, 14th November, 2018, and 14th February, 2019.

The Directors attendance at the Board Meetings, number of directorships and committee memberships held by them in other companies are given hereunder:

| Name of the Director | No.of Board Meetings Attended | Attend ance at the last AGM | No.of other directorships in other public companies | Committee positions held in other public companies* | |
|----------------------------|-------------------------------|-----------------------------|---|---|--------|
| | | | | Chair-person | Member |
| Mr. Kondaveti Lakhsmanarao | 5 | No | Nil | Nil | Nil |
| Mr. A.V.V Satyanarayana | 5 | No | Nil | Nil | Nil |
| Mr.Rakesh Kumar Jain | 5 | Yes | Nil | Nil | Nil |
| Mr. M. Chowdary | 5 | No | Nil | Nil | Nil |
| Geetha Rukmini Vankadaru | 4 | Yes | Nil | Nil | Nil |

*As at 31st March, 2019 (Committee positions include only Audit Committee and Stakeholders Relationship Committee).

3) COMMITTEES OF THE BOARD

The Board of Directors has constituted Three Board Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committees are taken by the Board of Directors. Details on the composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided below.

a) Audit Committee

The Audit Committee to oversee audit functions of the Company and it comprises the following three directors as on 31st March, 2019.

| Sl. No | Name | Nature of Directorship | Designation | No. of meetings attended |
|--------|-------------------------------|------------------------|-------------|--------------------------|
| 1 | Mr. Chowdary Muppavarapu | Independent | Chairman | 4 |
| 2 | Mrs. Geetha Rukmini Vankadaru | Executive | Member | 4 |
| 3 | Mr. Rakesh Kumar Jain | Independent | Member | 4 |

b) Stakeholders Relationship Committee

The Committee comprises the following members as on 31st March, 2019

| Sl. No | Name | Nature of Directorship | Designation | No. of meetings attended |
|--------|-------------------------------|------------------------|-------------|--------------------------|
| 1 | Mr. Chowdary Muppavarapu | Independent | Chairman | 4 |
| 2 | Mrs. Geetha Rukmini Vankadaru | Executive | Member | 4 |
| 3 | Mr. Rakesh Kumar Jain | Independent | Member | 4 |

c) Nomination And Remuneration Committee

The Committee comprises the following members as on 31st March, 2019

| Sl.No | Name | Nature of Directorship | Designation | No. of meetings attended |
|-------|-------------------------------|------------------------|-------------|--------------------------|
| 1 | Mr. Muppavarapu.Chowdary | Independent | Chairman | 4 |
| 2 | Mrs. Geetha Rukmini Vankadaru | Independent | Member | 4 |
| 3 | Mr. Rakesh Kumar Jain | Independent | Member | 4 |

4) INDEPENDENT DIRECTORS MEETING

During the year under review, the Independent Directors met on May 30th, 2018, inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting and have expressed satisfaction over the conduct of the above matters.

5) DETAILS OF GENERAL BODY MEETINGS HELD:

The location and time of the last three Annual General Meetings were held as under

| Financial Year | Date | Time | Venue |
|----------------|------------|-----------|---|
| 2017-2018 | 29.09.2018 | 10.00 A.M | Hotel Megacity, 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad. |
| 2016-2017 | 29.09.2017 | 10.00 A.M | Hotel Megacity, 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad. |
| 2015-2016 | 30.09.2016 | 10.00 A.M | Hotel Megacity, 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad. |

6) POSTAL BALLOT

No resolution was passed through Post Ballot during the financial year 2018-19

7) BOOK CLOSURE:

The register of members and share transfer books of the Company shall remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).

8) SPECIAL RESOLUTIONS PASSED DURING THE PREVIOUS 3 (three) AGM'S:

- i) A special resolution was passed in the Annual General Meeting held on 30-09-2015 to approve the material related party contracts/ arrangements/ Transactions.

9) COMMON AGENCY/SHARE TRANSFER AGENT

The company has appointed M/s Bigshare Services Private Limited, Mumbai as Common Agency for share transfer work in both physical form as well as electronic.

The address of Transfer Agency is given below:

M/s. Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheru (E),
Mumbai-400072,
Phone NO.022-28473747, 28475207 Fax: 022-28525207
E mail: bigshare@bom7.vsnl.net.in

10) COMMUNICATION TO SHAREHOLDERS

Company provides information relating to the company mainly through the annual reports which includes the directors report, audited accounts, cash flow statements etc. The shareholders are also intimated the quarterly and yearly and annual performance through intimation to stock exchanges.

11) GENERAL INFORMATION TO SHAREHOLDERS

- a) Date of Incorporation : 24th November 1992
- b) Registered Office : 6-3-1099/1/3, Flat No. 203, 2nd Floor,
Bhavya's Varun, Saram Villa, Rajbhavan Road,
Somajiguda, Hyderabad-500082, Telangana,
India
- c) Day, Date & time of the 27th AGM: Saturday, 30th September, 2019 at 10.00 A.M.
- d) Venue of the 27th AGM : Hotel Meghacity, 3-6-335 to 339, Basheerbagh
Cross Roads, Hyderabad-500001

- e) Financial Calendar : 1st April,2018 to 31st March, 2019
- f) Date of Book Closure : 24th September, 2019 to 30thSeptember, 2019
(Both days inclusive)
- g) Dividend Payment date : Not Applicable
- h) Address of Stock Exchange: PhirozeJeejeebhoy Towers, Dalal Street,
Mumbai-400001.
- i) Stock Code : 519479
- j) The Company ISIN Number: INE112B01013
- k) Listing on Stock Exchange : The Bombay Stock Exchange Limited, Mumbai.
- l) Last date for Receipt of Proxies: 28th September, 2019 (Before 10.00 A.M at the
registered office of the company.)

Stock Market Price data for the Financial year 2018-19.

| S No. | Month | High | Low |
|-------|--------|------|------|
| 1. | Apr-18 | 5.00 | 4.80 |
| 2. | May-18 | 4.80 | 4.80 |
| 3. | Jun-18 | 5.00 | 5.00 |
| 4. | Jul-18 | 5.00 | 5.00 |
| 5. | Aug-18 | 5.00 | 5.00 |
| 6. | Sep-18 | 4.75 | 4.75 |
| 7. | Oct-18 | - | - |
| 8. | Nov-18 | 4.52 | 4.52 |
| 9. | Dec-18 | - | - |
| 10. | Jan-19 | - | - |
| 11. | Feb-19 | - | - |
| 12. | Mar-19 | 4.52 | 4.52 |

Shareholding pattern of the Company as on 31st of March 2019

| Category of Shareholder | No. of Shareholders | Total No. of Shares | Total Shareholding as a % of Total No. of Shares |
|--|---------------------|---------------------|--|
| (A) Shareholding of Promoter and Promoter Group | | | |
| (1) Indian | | | |
| Individuals / Hindu Undivided Family | 1 | 1596200 | 20.19 |
| Central Government / State Government(s) | 0 | 0 | - |
| Sub Total | 1 | 1596200 | 20.19 |
| (2) Foreign | 0 | 0 | - |
| Total shareholding of Promoter and Promoter Group (A) | 1 | 1596200 | 20.19 |
| (B) Public Shareholding | 0 | 0 | - |
| (1) Institutions | | | |
| (a) Central / State Government(s) | 1 | 799700 | 10.12 |
| (b) Financial Institutions / Banks | 1 | 47000 | 0.59 |
| Sub Total | 2 | 846700 | 10.71 |
| (2) Non-Institutions | | | |
| Bodies Corporate | 27 | 1944469 | 26.60 |
| Individuals | | | |
| Individual shareholders holding nominal share capital up to Rs. 2 lakh | 986 | 994147 | 12.58 |
| Individual shareholders holding nominal share capital in excess of Rs.2 lakh | 36 | 2476788 | 31.33 |
| Any Others (Specify) | 0 | 0 | - |
| Clearing Members | 4 | 1652 | 0.02 |
| Non Resident Indians | 5 | 32002 | 0.40 |
| Directors & their Relatives & Friends | 1 | 12042 | 0.15 |
| Sub Total | 1059 | 5461100 | 69.09 |
| Total Public shareholding (B) | 1061 | 6307800 | 79.81 |
| Total (A)+(B) | 1062 | 7904000 | 100.00 |

AUDITORS REPORT ON CORPORATE GOVERNANCE

To
THE MEMBERS OF OMEGA AG-SEEDS (PUNJAB) LIMITED

We have examined all the relevant records of **Omega AG Seeds (Punjab) Limited** for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2019. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in Schedule II of the said SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has complied with items C, D and E.

For Mudili Vijaya Krishna & Associates
Chartered Accountants
Firm Reg. No. 011211S

Sd/-
(Mudili Vijaya Krishna)
Proprietor,
M.No. 211105

Date: 16.08.2019
Vijayawada

INDEPENDENT AUDITOR'S REPORT

To
The Members of M/s. Omega Ag Seeds Punjab Limited

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **M/s. Omega Ag Seeds Punjab Limited ("the Company")** which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, (statement of changes in equity)ⁱ and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit/loss, (changes in equity)ⁱⁱ and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity)ⁱⁱⁱ and cash flows of the Company in

accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- a. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books [and proper

returns adequate for the purposes of our audit have been received from the branches not visited by us.^{iv]}

- b. [The reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.]^{v]}
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account [and with the returns received from the branches not visited by us].^{vi]}
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".^{vii]}
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note G to the financial statements; [or the Company does not have any pending litigations which would impact its financial position.]^{viii]}
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Mudili Vijaya Krishna & Co.

Chartered Accountants

Sd/-

(Mudili Vijaya Krishna)

Partner

M. No. 211105

Firm Regn. No: 011211S

Place: Hyderabad (Camp)

Date: 30-05-2019

CEO AND CFO CERTIFICATE TO THE BOARD PURSUANT TO REGULATION 17(8) OF THE SEBI (LODR) REGULATIONS, 2015

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of **Omega AG Seeds (Punjab) Limited** ('the Company'), to the best of our knowledge and belief certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2019 and to the best of our knowledge and belief, we state that:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- (d) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
- (i) significant changes, if any, in the internal control over financial reporting during the year;
- (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
- (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

By Order of the Board
For Omega AG Seeds (Punjab) Limited

Sd/

Sd/

Place : Hyderabad
Date : 30.05.2019

K Lakshmanarao
Managing Director
DIN: 07706939

A V V Satyanarayana
Chief Financial Officer
& Whole-time
Director
DIN: 06962180

BALANCE SHEET AS AT 31.3.2019

| | | | | |
|--|--------------|-----|----------------------------|----------------------------|
| CIN:: L01119TG1992PLC082816 | | | | |
| PARTICULARS | NOTES | | As at 31.3.2019 | As at 31.3.2018 |
| <u>EQUITY AND LIABILITIES</u> | | | | |
| <u>A) Shareholders Funds</u> | | | | |
| Share Capital | 2 | | 7,90,40,000 | 7,90,40,000 |
| Reserves and Surplus | 3 | | 15,79,551 | 14,45,674 |
| | | (A) | 8,06,19,551 | 8,04,85,674 |
| <u>B) Non-Current Liabilities</u> | | | | |
| Deferred Tax Liabilities (net) | 4 | | 1,29,455 | 1,25,125 |
| | | (B) | 1,29,455 | 1,25,125 |
| <u>C) Current Liabilities</u> | | | | |
| Short Term borrowings | | | | |
| Trade Payables | | | 3,89,315 | 1,07,22,815 |
| Other Current Liabilities | 5 | | 51,69,415 | 45,58,186 |
| Short term Provisions | 6 | | 41,376 | - |
| | | (C) | | |

| | | | | |
|---|----|-----|--------------------|--------------------|
| | | | 56,00,106 | 1,52,81,001 |
| TOTALS (A+B+C) | | | 8,63,49,112 | 9,58,91,800 |
| ASSETS | | | | |
| <u>D) Non-Current Assets</u> | | | | |
| a) Fixed Assets | 7 | | | |
| Tangible Assets | | | 32,09,914 | 32,47,785 |
| Capital Work In Progress | | | | |
| b) Non Current Investments | 8 | | 7,03,47,999 | 6,87,62,847 |
| c) Long Term Loan and Advances | 12 | | 72,34,916 | 72,34,916 |
| | | (D) | 8,07,92,829 | 7,92,45,548 |
| <u>E) Current Assets</u> | | | | |
| c) Trade Receivables | 9 | | 36,81,421 | 1,50,14,921 |
| d) Cash & Bank Balances | 10 | | 93,644 | 26,241 |
| e) Short-term Loans & Advances | | | - | - |
| f) Other Current Assets | 11 | | 17,81,218 | 16,05,090 |
| | | (E) | 55,56,283 | 1,66,46,252 |
| TOTALS (D+E) | | | 8,63,49,112 | 9,58,91,800 |
| Significant Accounting Policies | 1 | | | |
| The accompanying notes are an integral part of the Financial Statements | | | | |

AUDITORS REPORT

As per our separate report of even date

For Mudili Vijaya Krishna & Co.,

On Behalf of the Board

CHARTERED ACCOUTANTS

For Omega Ag Seeds Punjab Limited

Firm Reg No.: 011211S

-Sd-

-Sd-

-Sd-

Mudili Vijaya Krishna

K. Lakshmana Rao

AVV Satyanarayana

Partner

Managing Director Whole Time Director & CFO

M.No: 211105

HYDERABAD (Camp)

**STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED
31.03.2019**

| PARTICULARS | NOTES | 31.3.2019 | 31.03.2018 |
|-------------------------------|-------------|----------------|------------|
| | | AMOUNT(Rs) | AMOUNT(Rs) |
| INCOME | | | |
| - | | | |
| REVENUE FROM OPERATIONS | | | |
| Sales | | - | - |
| | | | |
| OTHER INCOMES | 13 | 17,61,280 | 14,84,493 |
| | | | |
| | Total Rs | 17,61,280 | 14,84,493 |
| EXPENDITURE | | | |
| - | | | |
| PURCHASE OF STOCK IN TRADE | | - | - |
| OPERATING EXPENSES | 14 | 13,03,826 | 11,26,072 |
| EMPLOYEE BENEFIT EXPENSES | 15 | 2,40,000 | 3,17,000 |
| FINANCE COST | | - | - |
| DEPRECIATION AND AMORTISATION | 7 | 37,871 | 30,000 |
| | Total Rs | 15,81,697 | 14,73,072 |
| | | | |
| | | | |
| Profit before Tax | | 1,79,583 | 11,421 |

| | | | |
|--|----|-----------------|--------------|
| Provision for Tax (MAT) | 12 | 41,376 | - |
| Less:Deferred Tax Liability/(DTA) | | 4,330 | 5,545 |
| Profit/Loss After tax | | 1,33,877 | 5,876 |
| Income Tax Adjustments of earlier years | | | - |
| Net Profit/Loss to be carried to Balance Sheet | | 1,33,877 | 5,876 |
| | | | |
| EARNINGS PER EQUITY SHARE | | | |
| Basic | | 0.02 | - |
| Diluted | | 0.02 | - |

Significant Accounting Policies

1

The accompanying notes are an integral part of the Financial Statements

AUDITORS REPORT

As per our separate report of even date

For Mudili Vijaya Krishna & Co.,

On Behalf of the
Board

CHARTERED ACCOUTANTS

For Omega Ag Seeds Punjab Limited

Firm Reg No.: 011211S

-Sd-

-Sd-

-Sd-

(Mudili Vijaya Krishna)

K. Lakshmana Rao

AVV Satyanarayana

**Partner
CFO**

Managing Director

Whole Time Director &

M.No: 211105

HYDERABAD (Camp)

Dt. 30.05.2019

OMEGA AG SEEDS PUNJAB LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

| PARTICULAR | Year ended 31.03.2019 | Year ended 31.03.2018 |
|--|--------------------------|--------------------------|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit/Loss before Tax | 179583 | 11421 |
| <u>Adjustments to reconcile profit before tax to cash provided by operating activities</u> | | |
| Depreciation and amortization | 37871 | 30000 |
| Interest and dividend income | 1761280 | 1484493 |
| Income Tax | 41,376 | - |
| <u>Changes in current assets and liabilities</u> | | |
| Sundry Debtors | 11,333,500 | - |
| Short Term Advances and Other Current Assets | - | - |
| Other Current Assets | (176,128) | (21,446) |
| Trade Payables | (10,333,500) | - |
| Other Current Liabilities | 611,229 | 1,295,831 |
| Short term Provisions | 41,376 | (127,003) |
| NET CASH GENERATED BY OPERATING ACTIVITIES | (108,725) | (295,691) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Purchases of Fixed Assets | | |
| Interest on Fixed Deposit received | (1,761,280) | (1,484,493) |
| Increase in Bank Deposit | 1,585,152 | 1,336,044 |
| NET CASH USED IN INVESTING ACTIVITIES | (176,128) | (148,449) |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| Share Capital | | |
| Other Long term Liabilities | | |
| NET CASH GENERATED FROM FINANCING ACTIVITIES | | |
| Net (decrease)/increase in cash and cash equivalents during the year | 67,403 | (147,242) |
| CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD/YEAR | 26,241 | 173,483 |
| CASH & CASH EQUIVALENTS AT THE END OF THE YEAR | 93,644 | 26,241 |

As per our Report of even date
For Mudili Vijaya Krishna & Co.,
 CHARTERED ACCOUNTANTS
 Firm Reg No.: 011211S

on behalf of the board
For Omega Ag Seeds Punjab Limited

Sd/-
(Mudili Vijaya Krishna)
 Partner
 M.No: 211105
 HYDERABAD (Camp)
 Dt. 30.05.2019

Sd/ **Sd/**
K. Lakshmana Rao **AVV Satyanarayana**
 Mg. Director Whole Time Director
 &CFO

Method of Depreciation: SLM

| Sl No | Asset Category | Cost of the Asset | Date of Acquisition | Additions | Amount of Depreciation to charged to P&L (2018) | WDV as on 31.03.2018 | Amount of Depreciation to charged to P&L (2019) | WDV as on 31.03.2019 |
|-------|-------------------------------------|-------------------|---------------------|-----------|---|----------------------|---|----------------------|
| 1 | Land | 1,888,854 | 24-Nov-92 | No | 0 | 1888854 | 0 | 1888854 |
| 2 | Vehicles | 833,692 | 24-Nov-92 | No | 0 | 1 | 0 | 1 |
| 3 | Furniture_and_fittings | 65473 | 24-Nov-92 | No | 0 | 1 | 0 | 1 |
| 4 | Furniture_and_fittings | 104699 | 24-Nov-92 | No | 0 | 1 | 0 | 1 |
| 5 | Furniture_and_fittings | 3286 | 7-Apr-11 | No | 356 | 1,238 | 356 | 882.011896 |
| 6 | Furniture_and_fittings | 3060 | 10-Apr-11 | No | 331 | 1,156 | 331 | 825.1844032 |
| 7 | Furniture_and_fittings | 2500 | 9-May-11 | No | 269 | 963 | 269 | 693.8505721 |
| 8 | Furniture_and_fittings | 7026 | 10-May-11 | No | 757 | 2,704 | 757 | 1947.341566 |
| 9 | Furniture_and_fittings | 12410 | 30-Jun-11 | No | 1,327 | 4,929 | 1327 | 3601.646191 |
| 10 | Furniture_and_fittings | 19000 | 14-Jul-11 | No | 2,015 | 7,567 | 2015 | 5551.69087 |
| 11 | Furniture_and_fittings | 17537 | 19-Jul-11 | No | 1,870 | 7,044 | 1870 | 5174.464227 |
| 12 | Furniture_and_fittings | 8500 | 21-Jul-11 | No | 906 | 3,419 | 906 | 2512.745933 |
| 13 | Furniture_and_fittings | 17500 | 7-Aug-11 | No | 1,861 | 7,108 | 1861 | 5247.490257 |
| 14 | Furniture_and_fittings | 5150 | 20-Dec-11 | No | 537 | 2,257 | 537 | 1719.570184 |
| 15 | Furniture_and_fittings | 18000 | 4-Nov-12 | No | 1,802 | 9,184 | 1802 | 7382.030593 |
| 16 | Office_equipment | 6750 | 24-Nov-92 | No | 0 | 1 | 0 | 1 |
| 17 | Office_equipment | 7600 | 24-Nov-92 | No | 0 | 1 | 0 | 1 |
| 18 | Office_equipment | 196223 | 24-Nov-92 | No | 0 | 1 | 0 | 1 |
| 19 | Office_equipment | 2000 | 24-Nov-92 | No | 0 | 1 | 0 | 1 |
| 20 | Office_equipment | 26352 | 5-Jul-07 | No | 0 | 1 | 0 | 1 |
| 21 | Office_equipment | 22000 | 7-May-11 | No | 0 | 1,100 | 0 | 1100 |
| 22 | Office_equipment | 22000 | 9-Jun-11 | No | 0 | 1,100 | 0 | 1100 |
| 23 | Office_equipment | 39700 | 23-Feb-11 | No | 0 | 283 | 0 | 283.1067821 |
| 24 | Office_equipment | 12000 | 25-May-09 | No | 0 | 1 | 0 | 1 |
| 25 | Computers_and_data_processing_units | 96100 | 24-Nov-92 | No | 0 | 1 | 0 | 1 |
| 26 | Computers_and_data_processing_units | 64386 | 24-Nov-92 | No | 0 | 1 | 0 | 1 |
| 27 | Computers_and_data_processing_units | 21100 | 7-Apr-11 | No | 0 | 1 | 0 | 1 |
| 28 | Computers_and_data_processing_units | 2350 | 14-Sep-11 | No | 0 | 1 | 0 | 1 |
| 29 | Computers_and_data_processing_units | 14800 | 30-Jun-11 | No | 0 | 740 | 0 | 740 |
| 30 | Computers_and_data_processing_units | 76266 | 24-Nov-92 | No | 0 | 1 | 0 | 1 |
| 31 | Buildings | 1425982 | 18-Feb-05 | No | 14,588 | 1,132,092 | 22459 | 1109633.103 |
| 32 | Buildings | 107600 | 23-Feb-07 | No | 1,697 | 88,352 | 1697 | 86655.08178 |
| 33 | Buildings | 106775 | 23-Feb-07 | No | 1,684 | 87,680 | 1684 | 85995.98921 |
| 34 | Plant_and_Machinery | 7940 | 24-Nov-92 | No | 0 | 1 | 0 | 1 |
| | | | | | 30,000.00 | 3,247,785.31 | 37871 | 3209914.308 |

NOTES FORMING PART OF THE FINANCIAL STATEMENTS**OMEGA AG- SEEDS (PUNJAB) LIMITED****2 SHARE CAPITAL**

| PARTICULARS | AS AT 31.3.2019 | AS AT 31.3.2018 |
|---|--------------------|--------------------|
| <u>Authorised Share Capital</u> | - | - |
| 25000000 Equity Shares of Rs. 10/- each | 25,00,00,000 | 25,00,00,000 |
| <u>Issued,Subscribed & Paid up Capital</u> | | |
| 7904000 Equity Share of Rs.10/- each | 7,90,40,000 | 7,90,40,000 |
| | 7,90,40,000 | 7,90,40,000 |

Details of Shareholders holding more than 5% shares:

| Particulars | As At 31.3.2019 | AS AT 31.3.2018 |
|-------------------------------------|--------------------|--------------------|
| | No. of Shares held | No. of Shares held |
| 1 NVR Mohan Rao | 15,96,200 | 15,96,200 |
| 2 PUNJAB AGRO INDUSTRIES CORP LTD | 7,99,700 | 7,99,700 |
| 3 KASINATH AGROTECH PRIVATE LIMITED | 6,18,000 | 6,18,000 |
| 4 YVR TRADERS PRIVATE LIMITED | 5,18,451 | 5,18,451 |
| 5 YERRA AGENCIES PRIVATE LIMITED | 4,95,000 | 4,95,000 |

The Reconciliation of the number of share outstanding is set out below

| Particulars | As At 31.3.2019 | AS AT 31.3.2018 |
|---|-----------------|--------------------|
| Equyity Shares at the beginning of the year | 79,04,000 | 79,04,000 |
| Add : Sahres issued on exercise of employees stock option | | - |
| Less Shares cancelled on buy back of equity shares | | - |
| Equity shares at the end of the year | 79,04,000 | 79,04,000 |

3

RESERVES & SURPLUS

In Rs.

| PARTICULARS | AS AT 31.3.2019 | AS AT 31.3.2018 |
|--|--------------------|--------------------|
| <u>General Reserves</u> | - | - |
| Balance from last year | -1,88,82,326 | 1,88,88,201 |
| Add: Transfer from Profit And Loss A/C | 133877 | 5,876 |
| <u>Share Premium</u> | 2,03,28,000 | 2,03,28,000 |
| | 15,79,551 | 14,45,674 |

4

DEFERRED TAX LIABILITY/ASSET

| | AS AT 31.3.2019 | AS AT 31.3.2018 |
|---|--------------------|--------------------|
| Depreciation as per Income Tax Act | 55193 | 54901 |
| Less: Depreciation as per Companies Act | 37871 | 30000 |
| Timing Difference | 17,322 | 24,901 |
| Deferred Tax Liability/(Asset) | 4,331 | 5,545 |
| Rounded off | 4,330 | 5,545 |
| <u>Deferred Tax Liability of Previous years</u> | 1,25,125 | 1,19,580 |
| TOTAL DEFERRED TAX LIABILITY | 1,29,455 | 1,25,125 |

5 OTHER CURRENT LIABILITIES

In Rs.

| PARTICULARS | AS AT 31.3.2019 | AS AT 31.3.2018 |
|--|--------------------|--------------------|
| M/S Mauve & Crimson Adv. Agency (P) Ltd. | 11,82,500 | 11,82,500 |
| TDS Payable | -20,641 | 39,159 |
| NVR Mohan Rao | 19,20,000 | 19,20,000 |
| Big Share Services Pvt.Ltd | 43,967 | 14,826 |
| Advances from Directors | 8,39,866 | 1,27,878 |
| Advances from traders | 2,20,000 | 8,00,000 |
| Outstanding Expenses | 9,83,723 | 4,73,823 |
| | 51,69,415 | 45,58,186 |

6 SHORT TERM PROVISIONS

in Rs.

| PARTICULARS | AS AT 31.3.2019 | AS AT 31.3.2018 |
|---|--------------------|--------------------|
| PROVISION FOR TAX | | |
| Salaries Payable | | - |
| Profit Before tax | 179583 | 11421 |
| Add: Depreciation Dr in P/L | 37871 | 30000 |
| Add: ROC Fees being capital expenditure | | - |
| Less: Depreciation allowable as per IT | -55193 | -54901 |
| Add Interest on TDS disallowed 20% | | - |
| | 1,62,261 | 13,480 |
| Less: Brought forward losses set off | | - |
| Taxable Income | 1,62,261 | 13,480 |
| Book profit as per profit and loss a/c | 1,79,583 | 11,421 |
| MAT/Tax | 41,376 | - |
| | 41,376 | - |

8 NON CURRENT INVESTMENTS in Rs.

| PARTICULARS | AS AT 31.3.2019 | AS AT 31.3.2018 |
|---|--------------------|--------------------|
| Investment in Gold | 6,21,049 | 6,21,049 |
| Other Investments | 47,265 | 47,265 |
| FDR with Indian Overseas Bank, Chandigarh | 29679685 | 28094533 |
| Gayatri Bio Solutions (India) Pvt Ltd. | 81,70,000 | 81,70,000 |
| Gayatri Sea Food and Feeds Pvt Ltd. | 3,18,30,000 | 3,18,30,000 |
| | 7,03,47,999 | 6,87,62,847 |

9 TRADE RECEIVABLES in Rs.

| PARTICULARS | AS AT 31.3.2019 | AS AT 31.3.2018 |
|---|--------------------|--------------------|
| (Unsecured and considered good) (a) Debts outstanding for more than six months: | | |
| <u>MORE THAN SIX MONTHS (Considered Doubtful)</u> | - | - |
| M/s Mahalakshmi Dyes & Chem | 5,83,261 | 5,83,261 |
| M/s Vatsa Finance Ltd. | 76,851 | 76,851 |
| Punjab Agro & Industry Corp. Limited | 10,47,790 | 10,47,790 |
| <u>MORE THAN SIX MONTHS(Considered Good)</u> | - | - |
| Omega Ag Seeds (India) Ltd | 1,46,277 | 1,46,277 |
| Dula Ram Kaith (TDS) | 4,500 | 4,500 |
| Nitin M Parekh (HUF) (TDS) | 23,700 | 23,700 |
| Other Debts | 1799041 | 1,31,32,541 |
| | 36,81,421 | 1,50,14,921 |

10

in Rs.

| CASH AND BANK BALANCES PARTICULARS | AS AT 31.3.2019 | AS AT 31.3.2018 |
|--|--------------------|--------------------|
| Cash in hand | - | 4858 |
| Balance with Scheduled banks | | |
| Allahabad Bank | 2,953 | 2,953 |
| Bank of Maharashtra, 1489 | 1,352 | 1,352 |
| Canara Bank A/c no 2600 | 299 | 299 |
| Indian Overseas Bank, Mahim | 2 | 2 |
| Indian Overseas Bank, New Delhi | 2,074 | 2,074 |
| Oriental Bank of Commerce - 0023011002527 | 1,824 | 1,824 |
| Karur Vysya Bank | 79994.24 | 2022.24 |
| ING VYSYA CA | 5146 | 10857.55 |
| | 93,644 | 26,241 |

11

in Rs.

| OTHER CURRENT ASSETS PARTICULARS | AS AT 31.3.2019 | AS AT 31.3.2018 |
|---|--------------------|--------------------|
| Earnest Money Flat- Badalapur | 21,000 | 21,000 |
| Office Rent Advance | 60,000 | 60,000 |
| Security Deposit-MTNL | 3,000 | 3,000 |
| Security Deposit-MSEB Mulund Guesthouse | 1,125 | 1,125 |
| TDS Receivable | 16,96,093 | 15,19,965 |
| | 17,81,218 | 16,05,090 |

12 Long Term Loans and Advances in Rs.

| PARTICULARS | AS AT 31.3.2019 | AS AT 31.3.2018 |
|--|--------------------|--------------------|
| Mag Multi Trade Pvt Ltd | 51,82,905 | 51,82,905 |
| Mahesh Bhyani | 15,00,000 | 15,00,000 |
| M/s Mauve & Crimson Advance Agency Pvt Ltd | 1,00,000 | 1,00,000 |
| Punjab and Sindh Bank | 75,000 | 75,000 |
| Shresth Colonisers Pvt Ltd | 1,00,000 | 1,00,000 |
| Loan to Shiv Shanker | 50,011 | 50,011 |
| Vikas Didwania | 2,27,000 | 2,27,000 |
| | 72,34,916 | 72,34,916 |

13 OTHER INCOMES in Rs.

| PARTICULARS | Year ended 31.3.2019 | Year ended 31.3.2018 |
|------------------|-------------------------|-------------------------|
| Interest on FDRs | 1761280 | 1484493 |
| | 17,61,280 | 14,84,493 |

14

OPERATING EXPENSES

in Rs.

| PARTICULARS | Year ended 31.3.2019 | Year ended 31.3.2018 |
|---------------------------------|-------------------------|-------------------------|
| Audit Fee | 60000 | 60,000 |
| Advertisement | 5544 | - |
| Computer Expenses | | - |
| Conveyance | 49865 | 24,900 |
| Electricity and Water Charges | 17803 | 7,226 |
| Fees and Taxes | 441755 | 3,53,643 |
| Legal & Professional Exp | 140840 | 40,471 |
| Meeting Expenses | 25000 | 15,000 |
| Office Expenses | 45185 | 1,05,250 |
| Postage & Courier Charges | 40240 | 24,000 |
| Printing & Stationery and Xerox | 30000 | 45,697 |
| RTA Fees and Expenses | 85296 | 1,53,574 |
| Rent,Rates & Taxes | 150000 | 2,64,000 |
| Travelling Expenses | 181666 | - |
| Website Development and renewal | 12532 | 3,500 |
| Telephone and Internet | 8449 | 21,870 |
| Bank Charges | 9651 | 6,941 |
| | 13,03,826 | 11,26,072 |

15

EMPLOYEE BENEFIT EXPENSES

in Rs.

| | Year Ended 31.3.2019 | Year Ended 31.3.2018 |
|------------------------|-------------------------|-------------------------|
| Staff Salaries | 2,40,000 | 2,95,000 |
| Staff Welfare Expenses | - | 22,000 |
| | 2,40,000 | 3,17,000 |